

Whistleblower Policy

Issue Number	Date
1	13 November 2018
2	15 April 2020

Next Review Date – April 2022

1. Background and Objectives

Blue Energy and all of its related entities (“the Blue Energy Group or the Company”) are committed to the highest standards of conduct and ethical behaviour in all of its business activities, and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and responsible corporate governance.

This includes ensuring that appropriate processes are in place to encourage directors, employees, contractors, suppliers, partners and consultants to report any instances of suspected unethical, illegal, fraudulent or inappropriate conduct involving any Blue Energy Group businesses, and ensuring that those persons who make a report shall do so without fear of intimidation, disadvantage or reprisal.

2. Purpose of Policy

The purpose of this policy is to:

- a) encourage reporting of instances of suspected unethical, illegal, fraudulent or undesirable conduct involving the Company’s operations;
- b) identify how a report can be effectively made, and the protections and measures that provide those persons who make a report with confidence they can do so confidentially and without fear of reprisal;
- c) outline the channels through which Reportable Matters can be reported;
- d) outline the process for dealing with Reportable Matters;
- e) encourage the reporting of Reportable Matters by emphasising the protections offered to those who do so in good faith;
- f) inform of special protections for whistleblowers (including for certain whistleblowers who are not employees of the Company) who:
 - have reasonable grounds to suspect, and disclose, information concerning misconduct, or an improper situation or circumstances in relation to the Company or a related body corporate under the Corporations Act, set out in Attachment One; and
 - disclose tax-related misconduct, set out in Attachment Two.

This policy applies equally to all directors, employees as well as contractors, suppliers, partners and consultants, including shareholders, service providers, suppliers, contractors, consultants or members of the public.

Subject to the mandatory Corporations Act provisions affecting whistleblowers, this policy directs staff in relation to reporting (and handling reports) of negative, unethical or undesirable conduct, and a failure to follow the directions in this policy may lead to employment consequences.

3. Commitment and Support

The Blue Energy Group supports all directors, employees or contractors, suppliers, partners and consultants to exercise their responsibility to raise concerns about any known or suspected unlawful or Reportable Matters within the organisation.

To support this commitment and promote an open working environment, the Company offers a mechanism to confidentially raise serious concerns without fear of reprisal, dismissal or discriminatory treatment.

4. What Constitutes a Reportable Matter

For the purpose of this Policy, a Reportable Matter is one where you have reasonable grounds to suspect that a Company director, officer contractor or employee of the Company or a related body corporate of the Company, has engaged in conduct in relation to the Company that:

- is dishonest, fraudulent or corrupt, including bribery money laundering or misappropriation of funds;
- is illegal activity (such as theft, violence, harassment or intimidation, criminal damage to property);
- is unethical (such as dishonestly altering company records or data, adopting non-standard or unjustified accounting practices);
- is potentially damaging to the Company, a worker or third party, such as unsafe work practices, environmental damage, health risks or abuse of the Company's property or resources;
- may cause financial loss to the Company or damage its reputation or be otherwise detrimental to its interests;
- involves any other kind of misconduct or an improper state of affairs or circumstances (including, for example, the existence of a serious conflict of interest between the Company's affairs and an individual's personal interests, or the exercise of corporate authority for personal ends).

To avoid doubt, a Reportable Matter includes any reportable conduct described under Attachment 1 or 2, being reportable conduct that qualifies for protection under the relevant legislation.

Reasonable grounds are objective circumstances that can be described, and which would lead a reasonable person to think there is a real possibility of the misconduct occurring.

Also a Reportable Matter could be on reasonable grounds even if it turns out to be incorrect.

5. What Does Not Amount to Reportable Matter

Conduct which is not related to the affairs of the Company (and is purely private in nature) is not a Reportable Matter. Such conduct may be regarded as a "personal work-related grievance". Some out-of-hours conduct may still be related to the affairs of the Company if it

is conduct which is capable of seriously impacting on the Company's reputation, standing or finances.

Conduct which is a "personal work-related grievance" as defined in the Corporations Act is not a Reportable Matter under this policy (unless it also has significant implications for the Company (or another regulated entity) unrelated to the discloser, is otherwise an offence against federal law, or represents a danger to the public or financial system or where it concerns a contravention or alleged contravention of the Corporations Act relating to the detriment caused or a threat made to a discloser). A personal work-related grievance may include:

- an interpersonal conflict between the discloser and another employee;
- a decision relating to the engagement, transfer or promotion of the discloser;
- a decision relating to the terms and conditions of engagement of the discloser;
- a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

6. Methods of Advising Reportable Matters

There are several options for making a report if you become aware of any issue or behaviour which you have reasonable grounds to suspect are a Reportable Matter.

For the purposes of this policy to ensure appropriate escalation and timely investigation, we request that reports are made to one of the following positions:

The Company Secretary:

Stephen Rodgers
Company Secretary
+61 7 3270 8800
Stephen.Rodgers@blueenergy.com.au

When you feel it not appropriate to speak to the Company Secretary then reports should be made to:

The Chair Risk & Audit Committee:

Ms Karen Johnson
+61 7 3270 8800
Karen.Johnson@blueenergy.com.au

You may also raise the matter with an "officer" or "senior manager" of the Company. This includes a director, or a senior manager in the company who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company, or who has the capacity to affect significantly the company's financial standing.

A report may be made anonymously.

7. Information to be included in a Report

When making a report, it should include:

- (a) a description of the suspected conduct;
- (b) a description of the reasonable grounds for the suspicion that the conduct is a Reportable Matter; and
- (c) anything else you wish to add that would assist the Company to assess the conduct or to otherwise investigate it.

8. Investigations into Reportable Matters

Upon receiving notice of a Reportable Matter, the Company will first assess the report and make a determination as to whether investigation is appropriate. A person to whom a report has been made may, if appropriate, appoint an internal or external person to assist in any investigation. Feedback on the course of the investigation and its outcome will be provided to you (subject to any appropriate privacy considerations and/or to agreement that the feedback will remain confidential).

You should keep in mind that the Company may have or obtain additional detail about the purported Reportable Matter (whether through an investigation through other means), and will approach the resolution of an issue on the basis of what is reasonably necessary to ensure appropriate responsible governance and corporate behaviour.

In endeavouring to ensure fair treatment of persons identified in a report, the investigation will be conducted independently of any person who is mentioned (and materially concerned) in, or is the subject of, the report. Where appropriate, such persons may be informed of the allegations and provided with the opportunity to respond.

While the particulars of the investigation process will be determined by the nature and substance of the report, if the report is not anonymous, contact with you may be made shortly after receipt of the report, and further information may be sought.

Where the Company considers it appropriate to do so, the Company will provide feedback to you regarding the progress and/or outcome of the investigation, including any timeframes for completion of any investigation (assuming the report has not been made anonymously and contact can be made).

Where a report is submitted anonymously, the Company may investigate based on the information provided.

Upon completion of an investigation, the Company will take any steps it considers appropriate. This includes but is not limited to:

- (a) taking disciplinary action against those mentioned in a report;
- (b) taking disciplinary action against a person who has knowingly made a false report;
- (c) reporting any findings of the investigation related to criminal activity, to the police and/or regulators (e.g. ASIC).

9. Protection of Whistleblowers

A Reportable Matter which qualifies for protection under the Corporations Act, qualifies for protection from the time the report is made, regardless of whether the recipient recognises that the report qualifies for protection. The Company is committed to ensuring confidentiality in respect of matters raised under this policy, and that those who make a report are treated fairly and do not suffer detriment.

10. Protection against detrimental conduct

If you make a report that qualifies for protection, it is prohibited under law, for another person to subject you (or threaten to subject you) to detrimental treatment as a result of making a report (or believes or suspects you made, may have made, propose to make, or could make, a qualifying report).

Detrimental treatment includes dismissal, demotion, harassment, discrimination, disciplinary action, bias, or other unfavourable treatment connected with making a report. Such conduct is strictly prohibited by this policy. If it is determined that an employee or contractor engages in conduct in breach of this direction, appropriate action (including disciplinary action, or termination of a contractor's engagement) will be taken. Such action will be separate from any penalties or damages that may be imposed upon a person for having contravened the legislation.

If you are subjected to detrimental treatment (or threats of detrimental treatment) as a result of making a report under this policy you should inform an authorised recipient, officer or senior manager within your relevant division/business unit immediately.

The Company may investigate such complaints and take such action as it determines is appropriate in the circumstances. Eligible Whistleblowers may seek independent legal advice or contact regulatory bodies, such as ASIC or APRA, if they believe they have suffered detriment

For the avoidance of doubt, protecting you from detriment does not prevent the Company from managing your unsatisfactory performance, or from taking action to protect you from detriment (for example, when the report relates to wrongdoing in your immediate work area).

You (or any other employee or person) can seek compensation and other remedies through the courts if: you suffer loss, damage or injury because of a report; and the Company failed to take reasonable precautions and exercise due diligence to prevent a person from causing the detriment. You are encouraged to seek independent legal advice in these circumstances.

The Company will protect disclosers from detriment in the following ways:

- (a) assessing the potential risk to a discloser upon the receipt of a report;
- (b) taking steps to investigate any complaint relating to detriment, of the kind outline above;
- (c) taking appropriate disciplinary action where a complaint relating to detriment has been substantiated;

- (d) implementing steps (to the extent that they are reasonable and practicable) to avoid or minimise risks of detriment to a discloser (for instance, a change in the work environment).

You may seek independent legal advice or contact regulatory bodies, such as ASIC or APRA if you believe you have suffered detriment.

Reports can be made anonymously and still qualify for protection under the Corporations Act. A person making a report may choose to remain anonymous at the time of making a report, during any investigation into a report, and at the completion of any investigation.

11. Protection of your identity and confidentiality

Subject to compliance with legal requirements, upon receiving a report under this policy, the Company will only share your identity as a whistleblower or information likely to reveal your identity if:

- (a) you consent;
- (b) it is disclosed in the course of reporting the concern to the Australian Securities and Investments Commission ("ASIC"), the Australian Prudential Regulation Authority ("APRA"), the Tax Commissioner or the Australian Federal Police ("AFP"); or
- (c) it is disclosed in the course of raising the concern with a lawyer for the purpose of obtaining legal advice or representation.

Without limiting the preceding above, the Company may disclose information where it is reasonably necessary to do so for the purposes of the Company investigating a matter to which the qualifying report relates (in which case the Company will ensure the disclosure does not identify you and will take all reasonable steps to reduce the risk you will be identified).

It is illegal, and therefore specifically prohibited by the Company for authorised recipients of a Reportable Matter to disclose a whistleblower's identity or information likely to identify the whistleblower, in the absence of any of the permitted circumstances in clauses 40(a) to 40(c) applying.

If the Company needs to investigate a report, it may disclose information that could lead to your identification, but it will take reasonable steps to reduce this risk (however this does not mean a disclosure of your actual identity is permitted, unless any of the permitted circumstances in clauses 31(a) to 31(c) apply).

The Company will also implement the following further measures to protect your identity from being disclosed, including:

- (a) ensuring the safekeeping of any files and documentation concerning the report;
- (b) permitting you to adopt a pseudonym which will then be used by the Company, and otherwise redacting your name and using gender neutral identifiers, where practicable;
- (c) where a report has not been made anonymously, by contacting you to ascertain what parts of your report could inadvertently identify you;

- (d) making those persons who investigate a report, aware of the terms of this policy;
and
- (e) any other reasonable measures suggested by you, such as communication through
an anonymised email address

Any permitted disclosures of your identity or information likely to reveal your identity will be made on a strictly confidential basis.

12. Review of Policy

The Board will review this policy every two years or update it as necessary.

Approved and adopted by the Board of Blue Energy Limited 15 April 2020.



Chairman

John Ellice-Flint

Attachment One

The Corporations Act gives special protection to disclosures about any misconduct or improper state of affairs relating to the Company or a related body corporate if the following conditions are satisfied:

1. the whistleblower is or has been:
 - (a) an officer or employee of the Company or a related body corporate;
 - (b) an individual who supplies goods or services to the Company or a related body corporate or an employee of a person who supplies goods or services to the Company or a related body corporate;
 - (c) an individual who is an associate of the Company or a related body corporate;
or
 - (d) a relative, dependent or dependent of the spouse of any individual referred to at (a) to (c) above;
2. the report is made to:
 - (a) a person authorised to receive disclosures of Reportable Matters;
 - (b) an officer or senior manager of the Company or the related body corporate concerned;
 - (c) the external auditor (or a member of that audit team) of the Company which is currently Mr. Madhu Nair of Ernst Young;
 - (d) ASIC;
 - (e) APRA; or
 - (f) a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act (such disclosure will still qualify for protection even if the legal practitioner concludes that the disclosure is not an Eligible Disclosure under the Corporations Act); and.
3. the whistleblower has reasonable grounds to suspect that the information being disclosed concerns:
 - (a) misconduct or an “improper state of affairs or circumstances” regarding the Company or any of its related bodies corporate;
 - (b) the Company or any related body corporate (or any officer or employee of those entities) having engaged in conduct that:
 - is an offence against, or contravention of, the Act, the ASIC Act, or a range of specified banking, insurance, life insurance and superannuation statutes;
 - is conduct that relates to an offence against any law of the Commonwealth which is punishable by imprisonment for 12 months or more; or

- represents a danger to the public or the financial system

Examples of conduct which may amount to a breach of the Corporations Act include:

- insider trading, insolvent trading, breach of the continuous disclosure rules;
- failure to keep accurate financial records, falsification of accounts;
- Fraud, money laundering, or misappropriation of funds;
- Offering or accepting a bribe;
- Threatening to engage in detrimental conduct against a person who has made a report, or is believed or suspected to have made, or planning to make, a report that qualifies for protection; and
- failure of a director or other officer of the Company or a related body corporate to act with the care and diligence that a reasonable person would exercise, or to act in good faith in the best interests of the corporation or failure of a director to give notice of any material personal interest in a matter relating to the affairs of the Company.

The protections given by the Corporations Act when these conditions are met, are:

1. the whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the report;
2. no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the whistleblower for making the report;
3. in some circumstances, the reported information is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty, except where the proceedings are concerned with whether the information is false;
4. anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and may be liable for damages;
5. a whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary;
6. unless the whistleblower has acted unreasonably or vexatiously, a whistleblower cannot be ordered to pay costs in any legal proceedings in relation to a report;
7. the person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except ASIC, APRA, the AFP or a lawyer for the purpose of obtaining legal advice or representation in relation to the report.

Confidentiality

If a report is made, the identity of the discloser must be kept confidential unless one of the following exceptions applies:

1. the discloser consents to the disclosure of their identity;
2. disclosure of details that might reveal the discloser's identity is reasonably necessary for the effective investigation of the matter;
3. the concern is reported to ASIC, APRA, or the AFP; or
4. the concern is raised with a lawyer for the purpose of obtaining legal advice or representation (such report will still qualify for protection even if the legal practitioner concludes that the report is not an Eligible Disclosure under the Corporations Act).

Note:

There is no requirement for a discloser to identify themselves in order for a report to qualify for legislative protection.

Attachment Two

The Taxation Administration Act gives special protection to disclosures about a breach of any Australian tax law by the Company or misconduct in relation to the tax affairs of the Company or a related body corporate if the following conditions are satisfied:

1. the whistleblower is or has been:
 - (a) an officer or employee of the Company or a related body corporate;
 - (b) an individual who supplies goods or services to the Company or a related body corporate or an employee of a person who supplies goods or services to the Company or a related body corporate;
 - (c) an individual who is an associate of the Company or a related body corporate;
 - (d) a spouse, child, dependent or dependent of the spouse of any individual referred to at (a) to (c) above;
2. the report is made to:
 - (a) a person authorised to receive disclosures of Reportable Matters;
 - (b) a director, secretary or senior manager of the Company or the related body corporate concerned;
 - (c) any external auditor for the Company or a related body corporate (or a member of that audit team);
 - (d) a registered tax agent or BAS agent who provides tax or BAS services to the Company or a related body corporate;
 - (e) any other employee or officer of the Company or a related body corporate who has functions or duties relating to tax affairs of the company (e.g. an internal accountant) ("Company recipients");
 - (f) the Commissioner of Taxation; or
 - (g) a lawyer for the purpose of obtaining legal advice or representation in relation to a report (such report will still qualify for protection even if the legal practitioner concludes that the report is not an Eligible Disclosure under the Corporations Act); and
3. if the report is made to a Company recipient, the whistleblower:
 - (a) has reasonable grounds to suspect that the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the Company or a related body corporate or an associate of such company; and
 - (b) considers that the information may assist the Company recipient to perform functions or duties in relation to the tax affairs of the Company or a related body corporate or an associate of such company; and

4. if the report is made to the Commissioner of Taxation, the whistleblower considers that the information may assist the Company recipient to perform functions or duties in relation to the tax affairs of the Company or a related body corporate or an associate of such company.

The protections given by the Taxation Administration Act when these conditions are met, are:

1. the whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the report;
2. no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the whistleblower for making the report;
3. where the disclosure was made to the Commissioner of Taxation, the reported information is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty, except where the proceedings are concerned with whether the information is false;
4. unless the whistleblower has acted unreasonably or vexatiously, a whistleblower cannot be ordered to pay costs in any legal proceedings in relation to a report;
5. anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and liable to pay damages;
6. a whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary;
7. the person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except the Commissioner of Taxation, the AFP or a lawyer for the purpose of obtaining legal advice or representation in relation to the report.

Confidentiality

If a report is made, the identity of the discloser will be kept confidential unless one of the following exceptions applies:

1. the discloser consents to the disclosure of their identity;
2. disclosure of details that might reveal their identity is reasonably necessary for the effective investigation of the allegations;
3. the concern is reported to the Commissioner of Taxation or the AFP; or
4. the concern is raised with a lawyer for the purpose obtaining legal advice or representation.

Note: There is no requirement for a discloser to identify themselves in order for a disclosure to qualify for legislative protection.